

**EXHIBIT A TO
SIXTH QUARTERLY
JULY 2005 MONTHLY FEE APPLICATION**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|-------------------------------------|---|--|
| In re: |) | Chapter 11 |
| |) | |
| W.R. GRACE & CO., et al. |) | Case No. 01-1139 (JKF) |
| |) | |
| Debtors. |) | Objection Deadline: October 26, 2005 at 4:00 p.m. |
| |) | Hearing: Schedule if Necessary (Negative Notice) |

**COVER SHEET TO FIFTEENTH MONTHLY INTERIM APPLICATION OF
SWIDLER BERLIN LLP, BANKRUPTCY COUNSEL
TO DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
JULY 1, 2005 THROUGH JULY 31, 2005**

| | |
|--|--|
| Name of Applicant: | Swidler Berlin LLP ("Swidler") |
| Authorized to Provide Professional Services to: | David T. Austern, Future Claimants' Representative (the "FCR") |
| Date of Retention: | Swidler Retention Order entered September 27, 2004 |
| Period for which compensation is sought: | July 1, 2005 through July 31, 2005 |
| Amount of Compensation (100%) sought as actual, reasonable, and necessary: | \$103,435.00 |
| 80% of fees to be paid: | \$ 82,748.00 ¹ |
| Amount of Expense Reimbursement sought as actual, reasonable and necessary: | \$ 9,524.96 |
| Total Fees @ 80% and 100% Expenses: | \$92,272.96 |
| This is an: <input type="checkbox"/> interim <input checked="" type="checkbox"/> monthly <input type="checkbox"/> final application. | |

¹ Pursuant to the Administrative Order entered March 17, 2003, absent timely objections, the Debtor is authorized and directed to pay 80% of fees and 100% expenses.

The total time expended for fee application preparation during this time period is 7.00 hours and the corresponding fees are \$1,365.00 and \$94.62 in expenses for Swidler's fee applications and 3.30 hours and \$643.50 in fees and \$3.15 in expenses for the FCR and/or is other professional's fee applications. Any additional time spent for this matter will be requested in subsequent monthly interim applications.

This is Swidler's fifteenth interim fee application for the period July 1-31, 2005. Swidler has previously filed the following fee applications:

- Fourteenth interim fee application for the period June 1-30, 2005 in the amount of \$81,593.60 (80% of \$101,992.00) in fees and expenses of \$249.19
- Thirteenth interim fee application for the period May 1-31, 2005 in the amount of \$53,489.60 (80% of \$66,862.00) in fees and expenses of \$852.77
- Twelfth interim fee application for the period April 1-30, 2005 in the amount of \$21,802.60 (80% of \$27,253.25) in fees, expenses of \$1,560.48
- Eleventh interim fee application for the period March 1-31, 2005 in the amount of \$67,870.00 (80% of \$54,296.00) in fees, expenses of \$4,114.49
- Tenth interim fee application for the period February 1-28, 2005 in the amount of \$92,370.80 (80% of \$115,463.50) in fees, expenses of \$2,097.16
- Ninth interim fee application for the period January 1-31, 2005 in the amount of \$50,702.60 (80% of \$63,378.25) in fees, expenses of \$7,490.31
- Eighth interim fee application for the period December 1-31, 2004 in the amount of \$70,817.20 (80% of \$88,521.50) in fees and expenses of \$4,326.10
- Seventh interim fee application for the period November 1-30, 2004 in the total amount of \$78,054.40 (80% of \$97,568.00) in fees and expenses of \$4,182.19
- Sixth interim fee application for the period October 1-31, 2004 in the total amount of \$87,179.80 (80% of \$108,974.75) in fees and expenses of \$8,520.60
- Fifth interim fee application for the period September 1-30, 2004 in the amount of \$123,890.80 (80% of \$154,863.50) in fees and expenses of \$5,827.44
- Fourth interim fee application for the period August 1-31, 2004 in the amount of \$38,486.00 (80% of \$48,107.50) in fees and \$4,143.66 in expenses
- Third interim fee application for the period July 1-31, 2004 in the amount of \$74,481.80 (80% of \$93,102.25) in fees and \$4,429.85 in expenses
- Second interim fee application for the period June 1-30, 2004 in the amount of \$88,393.20 (80% of \$110,491.50) in fees and expenses of \$15,846.02
- First interim fee application for the period May 1-31, 2004 in the amount of \$8,151.60 (80% of \$10,189.50) in fees and expenses of \$8,151.60

To date, Swidler has received payments from the Debtors in the following amounts:

- \$363,650.37 representing 80% of fees and 100% expenses for May 24, 2004 through September 30, 2004
- \$19,993.70 representing the 20% holdback on fees for the time period May and June 2004
- \$46,629.66 representing 80% of fees and 100% expenses for July 2004
- \$78,911.65 representing 80% of fees and 100% expenses for August 2004
- \$129,718.24 representing 80% of fees and 100% expenses for September 2004
- \$59,214.65 representing the 20% holdback on fees for the time period July-September 2004
- \$95,700.40 representing 80% of fees and 100% expenses for October 2004
- \$157,379.89 representing 80% of fees and expenses for November and December 2004
- \$58,642.05 representing 20% holdback on fees for the time period October-December 2004
- \$58,192.91 representing 80% of fees and 100% expenses for January 2005
- \$94,467.96 representing 80% of fees and 100% expenses for February 2005
- \$58,410.49 representing 80% of fees and 100% expenses for March 2005
- \$23,363.08 representing 80% of fees and 100% expenses for April 2005
- \$54,342.37 representing 80% of fees and 100% expenses for May 2005
- \$81,842.79 representing 80% of fees and 100% expenses for June 2005

COMPENSATION SUMMARY

JULY 2005

| <u>Name of Professional Person</u> | <u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u> | <u>Hourly Billing Rate (including changes)</u> | <u>Total Billed Hours</u> | <u>Total Compensation</u> |
|------------------------------------|--|--|---------------------------|---------------------------|
| Monique D. Almy | Partner, 9 years in position; 18 years relevant experience; 1987, Bankruptcy | \$460.00 | 35.30 | \$16,238.00 |
| Roger Frankel | Partner, 22 years in position; 34 years relevant experience; 1971, Bankruptcy | \$645.00 | 44.10 | \$27,960.75 ¹ |

¹ Please note that this amount reflects a reduction of \$483.75 for the 50% discount on non-working travel.

| <u>Name of Professional Person</u> | <u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u> | <u>Hourly Billing Rate (including changes)</u> | <u>Total Billed Hours</u> | <u>Total Compensation</u> |
|------------------------------------|--|--|---------------------------|---------------------------|
| Richard H. Wyron | Partner, 16 years in position; 26 years relevant experience; 1979, Bankruptcy | \$545.00 | 46.00 | \$24,743.00 ² |
| Matthew W. Cheney | Associate, 8 years in position; 8 years relevant experience; 1997, Bankruptcy | \$355.00 | 12.50 | \$4,437.50 |
| Debra L. Felder | Associate, 3 years in position; 3 years relevant experience; 2002, Bankruptcy | \$255.00 | 101.30 | \$25,206.75 ³ |
| Scott J. Levitt | Associate, 10 years in position; 10 years relevant experience; 1995; Insurance Litigation | \$390.00 | .40 | \$156.00 |
| Rachael M. Barainca | File Clerk | \$60.00 | 26.90 | \$1,614.00 |
| Debra O. Fullem | Senior Legal Assistant | \$195.00 | 15.20 | \$2,964.00 |
| M. Pamela Terrazas | Legal Assistant | \$145.00 | 1.00 | \$145.00 |
| Total | | | 282.70 | \$103,435.00 |
| Blended Rate: \$365.88 | | | | |

COMPENSATION BY PROJECT CATEGORY

JULY 2005

| <u>Project Category</u> | <u>Total Hours</u> | <u>Total Fees</u> |
|---------------------------------------|--------------------|---------------------|
| Case Administration | 26.80 | \$2,685.00 |
| Insurance | .40 | \$156.00 |
| Compensation of Professionals-Swidler | 7.00 | \$1,365.00 |
| Compensation of Professionals-Other | 3.30 | \$643.50 |
| Litigation | 237.00 | \$96,880.00 |
| Plan & Disclosure Statement | .60 | \$270.00 |
| Travel Time (Non-Working) | 7.60 | \$1,435.50 |
| TOTAL | 282.70 | \$103,435.00 |

2 Please note that this amount reflects a reduction of \$327.00 for the 50% discount on non-working travel.

3 Please note that this amount reflects a reduction of \$624.75 for the 50% discount on non-working travel.

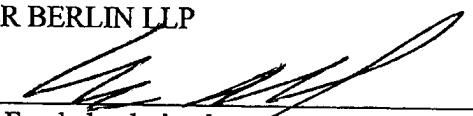
EXPENSE SUMMARY

JULY 2005

| <u>Expense Category</u> | <u>Total</u> |
|--------------------------------------|-------------------|
| Computerized Research | \$1,322.65 |
| Photocopying/Printing | \$5,005.60 |
| Postage/Federal Express/Courier Fees | \$930.92 |
| Professional Services | \$80.00 |
| Secretarial Services | \$28.00 |
| Telephone/Facsimile | \$7.43 |
| Travel | \$2,150.36 |
| TOTAL | \$9,524.96 |

Respectfully submitted,

SWIDLER BERLIN LLP

By: 

Roger Frankel, admitted *pro hac vice*
Richard H. Wyron, admitted *pro hac vice*
3000 K Street, NW, Suite 300
Washington, DC 20007
(202) 424-7500
Counsel to David T. Austern,
As Future Claimants' Representative

Dated: October 6, 2005

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W.R. GRACE & CO., et al.) Case No. 01-1139 (JKF)
)
Debtors.)

VERIFICATION

DISTRICT OF COLUMBIA, TO WIT:

Roger Frankel, after being duly sworn according to law, deposes and says:

1. I am a partner of the applicant law firm Swidler Berlin LLP ("Swidler") and have been admitted *pro hac vice* to appear in these cases.

2. I have personally performed many of the legal services rendered by Swidler as counsel to David T. Austern as Future Claimants' Representative ("FCR") and am familiar with the other work performed on behalf of the FCR by the lawyers, legal assistants, and other professionals of Swidler as set forth in the invoices attached as Exhibit A hereto.

3. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order as Amended dated April 17, 2002, and I believe the Application to be in compliance therewith.



ROGER FRANKEL

SWORN AND SUBSCRIBED TO BEFORE ME

THIS 6th DAY OF OCTOBER, 2005



Lori S. Williams
Notary Public

My commission expires: _____

Lori S. Williams
Notary Public, District of Columbia
My Commission Expires 3-31-2010

EXHIBIT A
SWIDLER BERLIN LLP
INVOICES FOR THE TIME PERIOD
JULY 1-31, 2005

SWIDLER BERLIN LLP

FEDERAL IDENTIFICATION
NO. 13-2679676

WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
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David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0001

INVOICE DATE: 08/19/05
INVOICE NUMBER: 290908

RE: Case Administration

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY, 2005

| DATE | ATTORNEY | PROFESSIONAL SERVICES | HOURS |
|----------|---------------------|--|-------|
| 07/01/05 | Rachael M. Barainca | Review Court docket; download documents and distribute. | 0.40 |
| 07/01/05 | Debra O. Fullem | Review docket update. | 0.10 |
| 07/01/05 | Roger L. Frankel | Review, sort files. | 0.70 |
| 07/05/05 | Debra O. Fullem | Review docket update. | 0.10 |
| 07/05/05 | Rachael M. Barainca | Create binders of Responses and Objections to Debtors' Motion to Approve PI CMO and Questionnaire. | 2.00 |
| 07/05/05 | Rachael M. Barainca | Review Court docket; download documents and distribute. | 0.40 |
| 07/06/05 | Rachael M. Barainca | Review Court docket; download documents and distribute. | 0.50 |
| 07/06/05 | Rachael M. Barainca | Update folders. | 3.00 |
| 07/07/05 | Rachael M. Barainca | Review Court docket; download documents and distribute. | 0.50 |
| 07/07/05 | Debra O. Fullem | Review docket update. | 0.10 |

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 08/19/05
 Page 2

CLIENT: 25369
 MATTER: .0001
 INVOICE: 290908

| DATE | ATTORNEY | PROFESSIONAL SERVICES | HOURS |
|----------|---------------------|--|-------|
| 07/07/05 | Debra L. Felder | Review docket and update calendar of hearings and deadlines. | 0.60 |
| 07/08/05 | Debra O. Fullem | Review docket update. | 0.10 |
| 07/08/05 | Rachael M. Barainca | Review Court docket; download documents and distribute. | 0.40 |
| 07/11/05 | Rachael M. Barainca | Review Court docket; download documents and distribute. | 0.40 |
| 07/11/05 | Rachael M. Barainca | Download filings in W.R. Grace for D. Felder. | 0.50 |
| 07/11/05 | Rachael M. Barainca | Update pleadings folders. | 1.50 |
| 07/12/05 | Rachael M. Barainca | Print and prepare Sealed Air Deposition Transcripts for binders. | 3.00 |
| 07/12/05 | Rachael M. Barainca | Review Court docket; download documents and distribute. | 0.50 |
| 07/13/05 | Rachael M. Barainca | Review Court docket; download documents and distribute. | 0.40 |
| 07/14/05 | Rachael M. Barainca | Review Court docket; download documents and distribute. | 0.30 |
| 07/15/05 | Debra L. Felder | Review docket and update calendar of hearings and deadlines. | 0.40 |
| 07/15/05 | Rachael M. Barainca | Review Court docket; download documents and distribute. | 0.40 |
| 07/15/05 | Debra O. Fullem | Review docket update. | 0.10 |
| 07/15/05 | Debra O. Fullem | Review docket update. | 0.10 |
| 07/18/05 | Rachael M. Barainca | Review Court docket; download documents and distribute. | 0.40 |
| 07/18/05 | Debra L. Felder | Review docket and update calendar of hearings and deadlines. | 0.40 |
| 07/19/05 | Rachael M. Barainca | Review Court docket; download documents and distribute. | 0.50 |
| 07/20/05 | Rachael M. Barainca | Review Court docket; download documents and distribute. | 0.30 |

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 08/19/05
 Page 3

CLIENT: 25369
 MATTER: .0001
 INVOICE: 290908

| DATE | ATTORNEY | PROFESSIONAL SERVICES | HOURS |
|----------|---------------------|--|-------|
| 07/20/05 | Debra L. Felder | Review docket and update calendar of hearings and deadlines. | 0.40 |
| 07/21/05 | Debra L. Felder | Review docket and update calendar of hearings and deadlines. | 0.10 |
| 07/21/05 | Rachael M. Barainca | Review Court docket; download documents and distribute. | 0.40 |
| 07/22/05 | Rachael M. Barainca | Review Court docket; download documents and distribute. | 0.40 |
| 07/22/05 | Debra O. Fullem | Review docket update. | 0.10 |
| 07/25/05 | Rachael M. Barainca | Review Court docket; download documents and distribute. | 0.50 |
| 07/25/05 | Rachael M. Barainca | Update pleadings folders. | 2.50 |
| 07/25/05 | Debra L. Felder | Review docket and update calendar of hearings and deadlines. | 0.40 |
| 07/26/05 | Debra L. Felder | Review docket and pleadings and update calendar of hearings and deadlines. | 0.50 |
| 07/26/05 | Rachael M. Barainca | Review Court docket; download documents and distribute. | 0.40 |
| 07/26/05 | Rachael M. Barainca | Update pleadings folders. | 1.50 |
| 07/27/05 | Rachael M. Barainca | Review Court docket; download documents and distribute. | 0.40 |
| 07/28/05 | Rachael M. Barainca | Review Court docket; download documents and distribute. | 0.50 |
| 07/28/05 | Debra O. Fullem | Review calendar of deadlines and hearings. | 0.10 |
| 07/28/05 | Debra O. Fullem | Review docket update. | 0.10 |
| 07/29/05 | Rachael M. Barainca | Review Court docket; download documents and distribute. | 0.40 |

| SERVICES PERFORMED BY: | RATE | HOURS | AMOUNT |
|------------------------|----------|-------|----------|
| Roger L. Frankel | \$645.00 | 0.70 | \$451.50 |
| Debra L. Felder | \$255.00 | 2.80 | \$714.00 |

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 08/19/05
 Page 4

CLIENT: 25369
 MATTER: .0001
 INVOICE: 290908

| SERVICES PERFORMED BY: | RATE | HOURS | AMOUNT |
|-------------------------------|----------|--------------|-------------------|
| Debra O. Fullem | \$195.00 | 0.90 | \$175.50 |
| Rachael M. Barainca | \$60.00 | 22.40 | \$1,344.00 |
| TOTAL HOURS & FEES | | 26.80 | \$2,685.00 |

| OTHER CHARGES | AMOUNT |
|-------------------------------|-------------------|
| Photocopy & Printing | 574.35 |
| Telephone | 7.35 |
| Postage | 5.94 |
| Secretarial Services | 4.00 |
| DC Secretarial/Staff Overtime | 24.00 |
| Computerized Legal Research | 736.80 |
| Federal Express | 47.77 |
| Professional Services | 80.00 |
| TOTAL OTHER CHARGES | \$1,480.21 |

CURRENT INVOICE DUE.....\$4,165.21

SWIDLER BERLIN LLP

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David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 08/19/05
INVOICE NUMBER: 290908

INVOICE SUMMARY

| | |
|---------------------------------|-------------------|
| TOTAL FEES..... | \$2,685.00 |
| TOTAL OTHER CHARGES..... | \$1,480.21 |
| TOTAL AMOUNT DUE | \$4,165.21 |

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

Electronic Funds Transfer:
Name of Bank: Wachovia Bank, N.A.
Account Title: Swidler Berlin LLP
ABA Routing No.: 054001220
Account No.: 2000024531692

Please Note Our Reference and Invoice Numbers When Making Payment

SWIDLER BERLIN LLP

FEDERAL IDENTIFICATION
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FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0006

INVOICE DATE: 08/19/05
INVOICE NUMBER: 290909

RE: Insurance Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY, 2005

| DATE | ATTORNEY | PROFESSIONAL SERVICES | HOURS |
|----------|-----------------|---|-------|
| 07/19/05 | Scott J. Levitt | Communicate by e-mail with R. Wyron re London Market settlements (.2); review settlements in connection with same (.2). | 0.40 |

| SERVICES PERFORMED BY: | RATE | HOURS | AMOUNT |
|-------------------------------|----------|-------------|-----------------|
| Scott J. Levitt | \$390.00 | 0.40 | \$156.00 |
| TOTAL HOURS & FEES | | 0.40 | \$156.00 |

| OTHER CHARGES | AMOUNT |
|----------------------------|---------------|
| TOTAL OTHER CHARGES | \$0.00 |

CURRENT INVOICE DUE.....\$156.00

SWIDLER BERLIN LLP

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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

OUR REFERENCE: 25369.0006

INVOICE DATE: 08/19/05
INVOICE NUMBER: 290909

INVOICE SUMMARY

| | |
|-------------------------------|-----------------|
| TOTAL FEES..... | \$156.00 |
| TOTAL OTHER CHARGES..... | \$0.00 |
| TOTAL AMOUNT DUE | \$156.00 |

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

Electronic Funds Transfer:
Name of Bank: Wachovia Bank, N.A.
Account Title: Swidler Berlin LLP
ABA Routing No.: 054001220
Account No.: 2000024531692

Please Note Our Reference and Invoice Numbers When Making Payment

SWIDLER BERLIN LLP

FEDERAL IDENTIFICATION
No. 13-2679676

WASHINGTON, DC OFFICE
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David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0011

INVOICE DATE: 08/19/05
INVOICE NUMBER: 290912

RE: Compensation of Professionals--Swidler

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY, 2005

| DATE | ATTORNEY | PROFESSIONAL SERVICES | HOURS |
|----------|-----------------|--|-------|
| 07/05/05 | Debra O. Fullem | Review R. Wyron's comments to April fee application; prepare edits; finalize application and assemble invoices as exhibits; provide to R. Frankel for signature. | 1.00 |
| 07/07/05 | Debra O. Fullem | Review e-mail from accounting regarding status of payments to be received. | 0.10 |
| 07/07/05 | Debra O. Fullem | Review e-mail from accounting regarding status of payments to be received. | 0.10 |
| 07/08/05 | Debra O. Fullem | Prepare e-mail to accounting regarding outstanding amounts due as per fee applications and recent Order entered. | 0.10 |
| 07/08/05 | Debra O. Fullem | Coordinate R. Frankel's signature and notary on April fee application | 0.10 |
| 07/11/05 | Debra O. Fullem | Review Swidler's May invoices (.1); prepare May fee and expense summary (.2); prepare Swidler's fee application for May 2005 (.8). | 1.10 |
| 07/15/05 | Debra O. Fullem | Assemble copies of May invoices for R. Wyron to review. | 0.20 |
| 07/15/05 | Debra O. Fullem | Confer with P. Reyes regarding status of June prebills. | 0.10 |

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 08/19/05
 Page 2

CLIENT: 25369
 MATTER: .0011
 INVOICE: 290912

| DATE | ATTORNEY | PROFESSIONAL SERVICES | HOURS |
|----------|-----------------|--|-------|
| 07/18/05 | Debra O. Fullem | Review and respond to e-mail from R. Wyron regarding total amount paid and total amount due from January 2005 to May 2005. | 0.70 |
| 07/18/05 | Debra O. Fullem | Confer with D. Felder regarding questions on recently filed Swidler application; e-mail to C. Hartman regarding same. | 0.40 |
| 07/26/05 | Debra O. Fullem | Review and revise June prebills. | 0.40 |
| 07/26/05 | Debra O. Fullem | Begin preparing draft of Fifth Quarterly Fee Application for the time period April 1 to June 30, 2005. | 1.50 |
| 07/28/05 | Debra O. Fullem | Finalize May monthly fee application; obtain signature of R. Frankel and coordinate notary public; prepare documents for service; prepare e-mail to local counsel with documents for filing. | 1.00 |
| 07/28/05 | Debra O. Fullem | Update summary of fees and expenses spreadsheet. | 0.20 |

| SERVICES PERFORMED BY: | RATE | HOURS | AMOUNT |
|-------------------------------|----------|-------------|-------------------|
| Debra O. Fullem | \$195.00 | 7.00 | \$1,365.00 |
| TOTAL HOURS & FEES | | 7.00 | \$1,365.00 |

| OTHER CHARGES | AMOUNT |
|----------------------------|----------------|
| Photocopy & Printing | 44.10 |
| Postage | 14.31 |
| Federal Express | 36.21 |
| TOTAL OTHER CHARGES | \$94.62 |

CURRENT INVOICE DUE.....\$1,459.62

SWIDLER BERLIN LLP

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No. 13-2679676

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David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

OUR REFERENCE: 25369.0011

INVOICE DATE: 08/19/05
INVOICE NUMBER: 290912

INVOICE SUMMARY

| | |
|-------------------------------|-------------------|
| TOTAL FEES..... | \$1,365.00 |
| TOTAL OTHER CHARGES..... | \$94.62 |
| TOTAL AMOUNT DUE | \$1,459.62 |

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

Electronic Funds Transfer:
Name of Bank: Wachovia Bank, N.A.
Account Title: Swidler Berlin LLP
ABA Routing No.: 054001220
Account No.: 2000024531692

Please Note Our Reference and Invoice Numbers When Making Payment

SWIDLER BERLIN LLP

FEDERAL IDENTIFICATION
No. 13-2679676WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
WASHINGTON, D.C. 20007-5116
TELEPHONE (202) 424-7500
FACSIMILE (202) 424-7647NEW YORK OFFICE
THE CHRYSLER BUILDING
405 Lexington Avenue
New York, NY 10174
TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0012

INVOICE DATE: 08/19/05
INVOICE NUMBER: 290913

RE: Compensation of Professionals--Other

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY, 2005

| DATE | ATTORNEY | PROFESSIONAL SERVICES | HOURS |
|----------|-----------------|---|-------|
| 07/12/05 | Debra O. Fullem | Review e-mail of information from D. Austern on fees and expenses; prepare fee application for June; prepare quarterly fee application. | 2.00 |
| 07/22/05 | Debra O. Fullem | Finalize D. Austern's monthly fee application for June 2005; prepare e-mail to D. Austern and forward same for review and approval. | 1.30 |

| SERVICES PERFORMED BY: | RATE | HOURS | AMOUNT |
|-------------------------------|----------|-------------|-----------------|
| Debra O. Fullem | \$195.00 | 3.30 | \$643.50 |
| TOTAL HOURS & FEES | | 3.30 | \$643.50 |

| OTHER CHARGES | AMOUNT |
|----------------------------|---------------|
| Photocopy & Printing | 3.15 |
| TOTAL OTHER CHARGES | \$3.15 |

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NEW YORK OFFICE
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NEW YORK, NY 10174
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FACSIMILE (212) 891-9598

David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

OUR REFERENCE: 25369.0012

INVOICE DATE: 08/19/05
INVOICE NUMBER: 290913

INVOICE SUMMARY

| | |
|---------------------------------|-----------------|
| TOTAL FEES..... | \$643.50 |
| TOTAL OTHER CHARGES..... | \$3.15 |
| TOTAL AMOUNT DUE | \$646.65 |

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

Electronic Funds Transfer:
Name of Bank: Wachovia Bank, N.A.
Account Title: Swidler Berlin LLP
ABA Routing No.: 054001220
Account No.: 2000024531692

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WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
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David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0007

INVOICE DATE: 08/19/05
INVOICE NUMBER: 290910

RE: Litigation

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY, 2005

| DATE | ATTORNEY | PROFESSIONAL SERVICES | HOURS |
|----------|------------------|--|-------|
| 07/01/05 | Roger L. Frankel | Review various pleadings re relief from stay sought by Montana. | 0.80 |
| 07/01/05 | Monique D. Almy | Analyze effect of terminating exclusivity on Debtor's business. | 0.50 |
| 07/01/05 | Monique D. Almy | Analyze Document Request re Debtors' 8th Motion to Extend Exclusivity. | 0.20 |
| 07/01/05 | Monique D. Almy | Review Notices of Depositions (3). | 0.10 |
| 07/01/05 | Richard H. Wyron | Prepare for meeting with PI re CMO (.6); begin review of pleadings (1.8). | 2.40 |
| 07/01/05 | Richard H. Wyron | Follow-up on discovery on business impact statement (.3); continue review of PI CMO pleadings (.8). | 1.10 |
| 07/04/05 | Debra L. Felder | Revise proof of claim/questionnaire regarding asbestos PI claims. | 2.80 |
| 07/04/05 | Debra L. Felder | Review memorandum from S. Grant regarding overview of asbestos bill and its effect on Debtors' bankruptcy. | 0.50 |
| 07/05/05 | Monique D. Almy | Review revised form of alternative questionnaire. | 0.30 |
| 07/05/05 | Monique D. Almy | Draft e-mail to J. Baer re form of questionnaire. | 0.10 |

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 08/19/05
 Page 2

CLIENT: 25369
 MATTER: .0007
 INVOICE: 290910

| DATE | ATTORNEY | PROFESSIONAL SERVICES | HOURS |
|----------|-------------------|--|-------|
| 07/05/05 | Roger L. Frankel | Review with D. Felder issues re draft questionnaire; telephone conference with D. Austern re draft questionnaire. | 0.60 |
| 07/05/05 | Roger L. Frankel | Revise draft questionnaire. | 1.20 |
| 07/05/05 | Roger L. Frankel | Review status with R. Wyron. | 0.30 |
| 07/05/05 | Debra L. Felder | Prepare asbestos personal injury questionnaire (6.4); conference with R. Frankel regarding same (.3). | 6.70 |
| 07/05/05 | Debra L. Felder | Review docket regarding objections and responses to Debtors' motion to approve PI CMO and Questionnaire. | 0.20 |
| 07/06/05 | Debra L. Felder | Conferences with M. Almy and M. Cheney regarding FCR's proposed case management order (.5); review Grace's motion to approve PI CMO and objections and responses filed by FCR and official committees (4.8); draft FCR's proposed case management order (3.1). | 8.40 |
| 07/06/05 | Roger L. Frankel | Review UCC, Equity Committee responses to debtor's CMO motion. | 0.60 |
| 07/06/05 | Monique D. Almy | Discuss response to exclusivity extension re effect on business. | 0.20 |
| 07/06/05 | Monique D. Almy | Review Motion for Protective Order of Anderson Memorial Hospital as Class Representative. | 0.10 |
| 07/06/05 | Monique D. Almy | Review 7/6 Grace Business Brief letter to Finch from Baer. | 0.10 |
| 07/06/05 | Monique D. Almy | Work on CMO. | 2.50 |
| 07/06/05 | Matthew W. Cheney | Work on brief re case management order and questionnaire and forms of same. | 4.70 |
| 07/07/05 | Matthew W. Cheney | Work on brief re case management order and questionnaire and forms of same. | 5.30 |
| 07/07/05 | Matthew W. Cheney | Conference with D. Fullem re forms of questionnaire in other cases. | 0.20 |

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 08/19/05
 Page 3

CLIENT: 25369
 MATTER: .0007
 INVOICE: 290910

| DATE | ATTORNEY | PROFESSIONAL SERVICES | HOURS |
|----------|------------------|--|-------|
| 07/07/05 | Debra O. Fullem | Confer with D. Felder regarding filing of response to the debtors' business report regarding termination of exclusivity and brief regarding case management order (.2); review same and download related certificate of service (.2); discuss with D. Felder (.1); prepare e-mail to C. Hartman re filing next week and respond to same (.2); update D. Felder (.1). | 0.80 |
| 07/07/05 | Richard H. Wyron | Review Questionnaire, CMO pleadings and proposed response. | 1.30 |
| 07/07/05 | Monique D. Almy | Work on CMO/questionnaire submission. | 1.40 |
| 07/07/05 | Monique D. Almy | Review Judge Vance opinion in B&W on claim forms. | 0.90 |
| 07/07/05 | Monique D. Almy | Review Celotex claim form. | 0.30 |
| 07/07/05 | Monique D. Almy | Develop CMO timeline. | 0.30 |
| 07/07/05 | Monique D. Almy | Review follow-up letter from Debtors' counsel to Nate Finch at Caplin & Drysdale regarding Grace's business brief discovery. | 0.10 |
| 07/07/05 | Monique D. Almy | Change CMO timeline re different trial schedules. | 0.20 |
| 07/07/05 | Monique D. Almy | Review Debtors' Report on Business Effects of Terminating Exclusivity. | 0.50 |
| 07/07/05 | Monique D. Almy | Review Response to Motion re Entry of Pre-Trial Order regarding Confirmation Hearing on Debtors' Fifth Modified Joint Plan of Reorganization filed by Continental Casualty. | 0.20 |
| 07/07/05 | Monique D. Almy | Review Grace timeline and revenue analysis prepared by CIBC. | 0.90 |
| 07/07/05 | Monique D. Almy | Prepare comments for response to Debtors' Report on Business Effects. | 1.30 |
| 07/07/05 | Monique D. Almy | Consider incentives for completion of questionnaire/penalties for failure to complete. | 0.80 |
| 07/07/05 | Roger L. Frankel | Review with R. Wyron issues re CMO; review issue with D. Bernick. | 0.60 |

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 08/19/05
 Page 4

CLIENT: 25369
 MATTER: .0007
 INVOICE: 290910

| DATE | ATTORNEY | PROFESSIONAL SERVICES | HOURS |
|----------|------------------|--|-------|
| 07/07/05 | Debra L. Felder | Revise FCR's proposed case management order (4.1); prepare comparison charts between FCR's proposed case management order and Debtors' proposed case management order (2.2); conferences with M. Almy and M. Cheney regarding same (.6). | 6.90 |
| 07/07/05 | Debra L. Felder | Review letters from J. Baer to N. Finch regarding Grace's business brief (.3); e-mail to R. Wyron regarding same (.1); telephone conference with J. Radecki regarding response to Grace's business brief (.1); review CIBC charts regarding Grace's business (.3); review Grace's business brief and Festa affidavit (.8). | 1.60 |
| 07/08/05 | Debra L. Felder | Review FCR's brief in support of proposed CMO and questionnaire (.8); attend meeting at Kirkland & Ellis regarding CMO and questionnaire (3.6); revise FCR's proposed CMO (1.2); review questionnaire from Celotex bankruptcy (.4); conference with M. Cheney regarding same (.1). | 6.10 |
| 07/08/05 | Debra L. Felder | Draft affidavit in support of FCR's response to Debtors' business brief (3.8); telephone conferences with R. Frankel and J. Radecki regarding same (.4); telephone conference with R. Wyron regarding same (.1); e-mail correspondence to M. Almy regarding same (.1); review Debtors' business brief (1.5); review exhibits regarding Debtors' revenues and 2001-2005 historical events (.5). | 6.40 |
| 07/08/05 | Roger L. Frankel | Review responses to Grace CMO in preparation for meeting at K&E. | 0.70 |
| 07/08/05 | Roger L. Frankel | Confer with D. Bernick, official committees, Grace, insurers re CMO, settlement issues. | 3.90 |
| 07/08/05 | Roger L. Frankel | Review papers re business brief issues concerning exclusivity. | 0.90 |
| 07/08/05 | Roger L. Frankel | Prepare notes re response to Grace business brief; telephone conferences with J. Radecki, D. Felder re same. | 1.40 |
| 07/08/05 | Roger L. Frankel | Telephone conference with N. Finch, R. Wyron re CMO, Questionnaire issues; review issues re CMO, Questionnaire. | 0.90 |
| 07/08/05 | Monique D. Almy | Review draft of the Order Extending Exclusivity. | 0.20 |

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co),
 08/19/05
 Page 5

CLIENT: 25369
 MATTER: .0007
 INVOICE: 290910

| DATE | ATTORNEY | PROFESSIONAL SERVICES | HOURS |
|----------|-------------------|--|-------|
| 07/08/05 | Monique D. Almy | Review Order and claim form approved in Celotex. | 0.70 |
| 07/08/05 | Monique D. Almy | Review affidavit in support of the FCR's response to the Debtors' business report. | 0.20 |
| 07/08/05 | Richard H. Wyron | Attend meeting with all parties on PI CMO issues (3.4); confer with R. Frankel and/or D. Felder several times regarding issues and follow-up notes (.8); call with PI Committee and follow-up notes (.6); review pleadings and outline response (1.3); review and revise draft J. Radecki affidavit (.6); review and provide comments on exclusivity order (.7). | 7.40 |
| 07/08/05 | Matthew W. Cheney | Work on questionnaire and case management order. | 0.50 |
| 07/09/05 | Debra L. Felder | Telephone conference with J. Radecki regarding affidavit regarding effects of termination of exclusive periods on Debtors' businesses. | 0.10 |
| 07/10/05 | Richard H. Wyron | Review pleadings filed on PI CMO and draft responses, and organize issues list. | 2.20 |
| 07/11/05 | Richard H. Wyron | Review revised PI CMO draft and e-mail regarding same (1.1); review J. Radecki's affidavit regarding exclusivity (.4); work on CMO and Questionnaire drafts (3.3); call with C&D regarding CMO and issues, and follow-up notes (1.2). | 6.00 |
| 07/11/05 | Matthew W. Cheney | Review and revise response to financial report re exclusivity. | 0.50 |
| 07/11/05 | Debra L. Felder | Review and revise Future Claimants' Representative's proposed case management order regarding asbestos personal injury claims and questionnaire (6.6); telephone conference with R. Wyron regarding same (.1); telephone conference with R. Wyron, M. Almy, N. Finch and K. Brown regarding same (.5). | 7.20 |
| 07/11/05 | Debra L. Felder | Revise Future Claimants' Representative's response to Debtors' business brief regarding termination of exclusive periods (2.0); revise J. Radecki affidavit regarding same (.5). | 2.50 |
| 07/11/05 | Roger L. Frankel | Review, revise business brief - affidavit of Radecki; e-mails re same. | 1.40 |

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 08/19/05
 Page 6

CLIENT: 25369
 MATTER: .0007
 INVOICE: 290910

| DATE | ATTORNEY | PROFESSIONAL SERVICES | HOURS |
|----------|------------------|--|-------|
| 07/11/05 | Monique D. Almy | Work on revised CMO. | 1.00 |
| 07/11/05 | Monique D. Almy | Analyze necessary revisions to brief re CMO in light of meeting with Debtors on Friday, 7/8. | 0.30 |
| 07/11/05 | Monique D. Almy | Check on affidavit to support brief. | 0.10 |
| 07/11/05 | Monique D. Almy | Meet with R. Wyron to discuss CMO strategy. | 0.70 |
| 07/11/05 | Monique D. Almy | Conference call with ACC on CMO. | 0.60 |
| 07/11/05 | Monique D. Almy | Review Debtors' proposed (1) revised PD CMO; (2) red-line comparing the new version to the one discussed on Friday; (3) new CMO for objections; and (4) revised PD Estimation time-line. | 1.70 |
| 07/11/05 | Monique D. Almy | Review Agenda for 7/19 Hearing. | 0.20 |
| 07/11/05 | Monique D. Almy | Work on Questionnaire. | 1.00 |
| 07/12/05 | Monique D. Almy | Work on Questionnaire/CMO submission. | 1.00 |
| 07/12/05 | Monique D. Almy | E-mails with J. Baer to coordinate delivery of submission. | 0.20 |
| 07/12/05 | Monique D. Almy | Review Debtors' revised PI CMO dates. | 0.20 |
| 07/12/05 | Monique D. Almy | Review Order Granting Motion for Leave to File Reply to Objections to Extension of Plan Exclusivity. | 0.10 |
| 07/12/05 | Monique D. Almy | Review Statement of Libby Claimants Concerning Outstanding Issues Related to Debtors' Motion to Approve PI CMO and Questionnaire. | 0.40 |
| 07/12/05 | Monique D. Almy | Review Response to the Debtors' Reports on the Business Effects of Terminating Exclusivity of the PI Committee. | 0.40 |
| 07/12/05 | Monique D. Almy | Review PD Committee Report On Business Effects Of Terminating Exclusivity. | 0.20 |
| 07/12/05 | Roger L. Frankel | Review draft pleadings responsive to Grace business brief concerning exclusivity (1.4); review J. Radecki affidavit; telephone conference with D. Felder re same (.2). | 1.60 |
| 07/12/05 | Roger L. Frankel | Review pleadings with FCR proposed CMO and Questionnaire; telephone conferences with D. Felder re pleadings and Questionnaire. | 1.90 |

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 08/19/05
 Page 7

CLIENT: 25369
 MATTER: .0007
 INVOICE: 290910

| DATE | ATTORNEY | PROFESSIONAL SERVICES | HOURS |
|----------|---------------------|---|-------|
| 07/12/05 | Debra L. Felder | Review Debtors' proposed case management order and questionnaire (1.6); review questionnaire filed in Babcock & Wilcox and proof of claim from Manville (1.5); revise Future Claimants' Representative's brief in support of questionnaire and case management order (2.8); revise questionnaire and case management order (4.7); revise chart comparing dates in Debtors' case management order against dates in Future Claimants' Representative's case management order (2.1); telephone conferences with R. Frankel and R. Wyron regarding same (1.0); conference with M. Cheney regarding same (.2). | 13.90 |
| 07/12/05 | Debra L. Felder | Finalize Future Claimants' Representative's response to Debtors' business brief regarding termination of exclusivity (1.2); telephone conferences with J. Brownstein regarding J. Radecki affidavit regarding same (.8). | 2.00 |
| 07/12/05 | Debra O. Fullem | Assist D. Felder with filing the FCR's response to the debtors' business report regarding termination of exclusivity (.7); review response and discuss edits (.8); coordinate assembly of service list and compare debtors' list (1.0); proofread filing (.1); several emails with local counsel re status (.2); coordinate filing with local counsel (.1); coordinate service on parties (.1); follow up with D. Felder regarding electronic filing and service (.2). | 3.20 |
| 07/12/05 | Richard H. Wyron | Review and finalize FCR response on business issues on exclusivity (1.2); review PI CMO and Questionnaire pleadings and provide comments (2.9); review PI and PD pleadings (.7). | 4.80 |
| 07/12/05 | Matthew W. Cheney | Work on questionnaire and case management order. | 1.00 |
| 07/13/05 | Rachael M. Barainca | Create summary of biography for each deponent from the Sealed Air Corporation. | 4.50 |
| 07/13/05 | M. Pamela Terrazas | Confer with F. DiRosa re delivery to be made; prepare delivery to Kirkland & Ellis. | 1.00 |
| 07/13/05 | Richard H. Wyron | Review briefs on business issues (.6); continue work on PI CMO and Questionnaire, including discussions with D. Felder and R. Frankel (3.1); update with CIBC (.3). | 4.00 |

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 08/19/05
 Page 8

CLIENT: 25369
 MATTER: .0007
 INVOICE: 290910

| DATE | ATTORNEY | PROFESSIONAL SERVICES | HOURS |
|----------|------------------|--|-------|
| 07/13/05 | Debra L. Felder | Finalize Future Claimants' Representative's brief in support of questionnaire and case management order (2.5); finalize questionnaire (2.4); finalize case management order (2.5); finalize comparison chart of dates from case management orders (1.5); review Debtors' proposed case management order and questionnaire (2.0); review personal injury committee's case management order and questionnaire (.8); telephone conferences with R. Frankel and R. Wyron regarding same (.8); e-mails to M. Almy regarding same (.3); telephone conference with J. Phillips regarding same (.3). | 13.10 |
| 07/13/05 | Roger L. Frankel | Review revised CMO, brief and Questionnaire to be filed by FCR (1.5); review draft CMO from debtor (.5); review series of e-mails re same (.4). | 2.40 |
| 07/13/05 | Roger L. Frankel | Telephone conferences with D. Felder re changes to final drafts of CMO and brief. | 0.40 |
| 07/13/05 | Monique D. Almy | Work on questionnaire/CMO submission. | 1.50 |
| 07/13/05 | Monique D. Almy | E-mail to J. Baer. | 0.10 |
| 07/14/05 | Monique D. Almy | Review Order Authorizing the Implementation of the 2005-2007 Long-Term Incentive Program for Key Employees. | 0.10 |
| 07/14/05 | Monique D. Almy | Review Order Authorizing the Debtors to Expend Property of the Estates to Establish an Additional Manufacturing Facility for the Debtors' Specialty Building Materials Business. | 0.10 |
| 07/14/05 | Monique D. Almy | Review Position Paper of The Official Committee of Asbestos Personal Injury Claimants Regarding PI CMO and Questionnaire. | 0.90 |
| 07/14/05 | Monique D. Almy | Review Proposed Case Management Order and Incorporated Memorandum of Law in Support of Proposal Filed by Official Committee of Asbestos Property Damage Claimants. | 0.50 |
| 07/14/05 | Monique D. Almy | Review Brief in Support of Entry of Case Management Orders for Asbestos Property Damage Claims Filed by W.R. Grace & Co. | 0.40 |

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 08/19/05
 Page 9

CLIENT: 25369
 MATTER: .0007
 INVOICE: 290910

| DATE | ATTORNEY | PROFESSIONAL SERVICES | HOURS |
|----------|------------------|--|-------|
| 07/14/05 | Monique D. Almy | Review Debtors' Amended Status Report Regarding Motion to Approve Asbestos PI Estimation CMO and Questionnaire . | 0.30 |
| 07/14/05 | Richard H. Wyron | Review debtors' filings on PI CMO and follow-up notes (2.7); call to CIBC on status (.4). | 3.10 |
| 07/15/05 | Monique D. Almy | Review agenda for 7/19 hearing. | 0.10 |
| 07/16/05 | Roger L. Frankel | Review pleadings of insurers, Libby claimants in response to Debtor's CMO motion and Questionnaire. | 2.30 |
| 07/16/05 | Roger L. Frankel | Review pleadings from Celotex, B&W re Questionnaire, Claim Form issues. | 0.80 |
| 07/17/05 | Roger L. Frankel | Review, sort files in preparation for hearing in Pittsburgh. | 0.60 |
| 07/18/05 | Roger L. Frankel | Confer with R. Wyron in preparation for hearing. | 0.40 |
| 07/18/05 | Roger L. Frankel | Review pleadings filed on 7/12 and 7/13 by Debtor, PD and PI committees. | 2.40 |
| 07/18/05 | Roger L. Frankel | Review pleadings in preparation for argument, hearing during travel to Pittsburgh. | 2.10 |
| 07/18/05 | Roger L. Frankel | Confer with J. Radecki, R. Wyron and D. Felder in preparation for hearing. | 1.50 |
| 07/18/05 | Roger L. Frankel | Confer with P. Lockwood, N. Finch to discuss common issues in preparation for hearing. | 1.40 |
| 07/18/05 | Debra L. Felder | Review Debtors' proposed questionnaire. | 1.00 |
| 07/18/05 | Monique D. Almy | Review Motion re Omnibus Objection to Unauthorized Claims Filed by Speights & Runyan. | 0.20 |
| 07/18/05 | Richard H. Wyron | Review pleadings for hearing on 7/19 (1.3); confer with PI counsel regarding hearing issues and strategy, and follow-up notes (1.7). | 3.00 |
| 07/19/05 | Richard H. Wyron | Prepare for hearing on PI CMO and related matters (1.3); attend hearing on PI CMO and related matters, and follow-up conversations (2.9); outline follow-up actions and draft of revised Questionnaire (1.4); confer with J. Radecki regarding exclusivity issues and update (.6). | 6.20 |
| 07/19/05 | Monique D. Almy | Attend, telephonically, the hearing on the Debtor's CMO/Questionnaire Motion | 8.20 |

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 08/19/05
 Page 10

CLIENT: 25369
 MATTER: .0007
 INVOICE: 290910

| DATE | ATTORNEY | PROFESSIONAL SERVICES | HOURS |
|----------|------------------|--|-------|
| 07/19/05 | Debra L. Felder | Attend omnibus hearing regarding questionnaire and case management order. | 8.00 |
| 07/19/05 | Roger L. Frankel | Attend hearing in Pittsburgh re approval of CMO and Questionnaire (PI and PD). | 8.60 |
| 07/19/05 | Roger L. Frankel | Confer with Messrs. Lockwood, Finch and Wyron re hearing during travel to DC (.9); prepare notes re hearing, issues during travel to DC (.7). | 1.60 |
| 07/21/05 | Roger L. Frankel | Review order on mediation of discovery disputes, confer with R. Wyron re same. | 0.30 |
| 07/21/05 | Debra L. Felder | Review order regarding appointment of mediator. | 0.10 |
| 07/21/05 | Monique D. Almy | Review Order Regarding Mediation of Asbestos Personal Injury Discovery Disputes. | 0.30 |
| 07/21/05 | Monique D. Almy | Review Supplemental Verified Statement Pursuant to Fed.R.Bankr.P. 2019 filed by Kazan, McClain, Abrams, Fernandez, Lyons & Farrise. | 0.20 |
| 07/21/05 | Monique D. Almy | Review Motion to Authorize Settlement Agreements with Certain Tax Authorities and Directing Debtors to Pay Related Tax Claims or Receive Tax Refund. | 0.30 |
| 07/21/05 | Richard H. Wyron | Review various transaction pleadings from CIBC with their analysis (.9); work on PI CMO issues and review notes (1.3). | 2.20 |
| 07/22/05 | Richard H. Wyron | Review PI CMO issues and continue work on outline. | 1.10 |
| 07/22/05 | Monique D. Almy | Review Debtors' Sixteenth Quarterly Report of Settlements. | 0.30 |
| 07/22/05 | Monique D. Almy | Review Debtors' Notice of Proposed Sale of Specialty Polymers Business. | 0.30 |
| 07/22/05 | Monique D. Almy | Review Rule 2019 Statement Supplemental to Docket #7593 Filed by Asbestos Plaintiffs (Claimants). | 0.10 |
| 07/25/05 | Monique D. Almy | Review Motion to Approve Participation in Settlement Fund established by Marsh. | 0.40 |
| 07/25/05 | Monique D. Almy | Review Motion to Authorize Debtors to Purchase Certain Assets of Single Site Catalysts. | 0.40 |
| 07/25/05 | Monique D. Almy | Review Motion to Approve Intercat Settlement. | 0.40 |

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 08/19/05
 Page 11

CLIENT: 25369
 MATTER: .0007
 INVOICE: 290910

| DATE | ATTORNEY | PROFESSIONAL SERVICES | HOURS |
|----------|-----------------|--|-------|
| 07/28/05 | Debra L. Felder | Review Debtors' motion authorizing entrance into settlement agreement with certain tax authorities (.8); review Debtors' motion to approve participation in settlement fund established by Marsh and McClellan Companies (1.0); review Debtors' motion authorizing the acquisition of certain assets of Single-Site Catalysts, LLC (.5); review Debtors' motion to assume and assign a lease and sublease for certain real property in Philadelphia, PA (.4); review Debtors' motion for approval of settlement agreement with Intercat, Inc. (.4); review Debtors' notice of sale of specialty polymers business (.6); review motion and supplemental motion of Speights & Runyan to quash subpoena (.6); review Debtors' motion for limited waiver of Del. Bankr. L.R. 3007-1 to permit filing omnibus objection to 2,938 unauthorized claims filed by Speights & Runyan (.4); review Debtors' application to expand the scope of employment of Pitney Hardin LLP (.4); prepare e-mail summary to R. Frankel, R. Wyron and M. Almy regarding same (1.0). | 6.10 |

| SERVICES PERFORMED BY: | RATE | HOURS | AMOUNT |
|-------------------------------|----------|---------------|--------------------|
| Monique D. Almy | \$460.00 | 35.30 | \$16,238.00 |
| Roger L. Frankel | \$645.00 | 41.60 | \$26,832.00 |
| Richard H. Wyron | \$545.00 | 44.80 | \$24,416.00 |
| Matthew W. Cheney | \$355.00 | 12.20 | \$4,331.00 |
| Debra L. Felder | \$255.00 | 93.60 | \$23,868.00 |
| Debra O. Fullem | \$195.00 | 4.00 | \$780.00 |
| M. Pamela Terrazas | \$145.00 | 1.00 | \$145.00 |
| Rachael M. Barainca | \$60.00 | 4.50 | \$270.00 |
| TOTAL HOURS & FEES | | 237.00 | \$96,880.00 |

| OTHER CHARGES | AMOUNT |
|----------------------|----------|
| Photocopy & Printing | 4,345.20 |

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 08/19/05
 Page 12

CLIENT: 25369
 MATTER: .0007
 INVOICE: 290910

| OTHER CHARGES | AMOUNT |
|-----------------------------|-------------------|
| Telephone | 0.08 |
| Postage | 810.69 |
| Westlaw Legal Research | 160.80 |
| Lexis Legal Research | 364.57 |
| Computerized Legal Research | 60.48 |
| Ground Transportation | 16.00 |
| Outside Photocopying | 38.80 |
| Travel/Airfare | 1,578.00 |
| Travel/Lodging | 430.92 |
| Travel/Meal Expenses | 45.44 |
| Travel/Taxis | 96.00 |
| TOTAL OTHER CHARGES | \$7,946.98 |

CURRENT INVOICE DUE.....\$104,826.98

SWIDLER BERLIN LLP

FEDERAL IDENTIFICATION
NO. 13-2679676

WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
WASHINGTON, D.C. 20007-5116
TELEPHONE (202) 424-7500
FACSIMILE (202) 424-7647

NEW YORK OFFICE
THE CHRYSLER BUILDING
405 Lexington Avenue
New York, NY 10174
TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9598

David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

OUR REFERENCE: 25369.0007

INVOICE DATE: 08/19/05
INVOICE NUMBER: 290910

INVOICE SUMMARY

| | |
|-------------------------------|---------------------|
| TOTAL FEES..... | \$96,880.00 |
| TOTAL OTHER CHARGES..... | \$7,946.98 |
| TOTAL AMOUNT DUE | \$104,826.98 |

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

Electronic Funds Transfer:
Name of Bank: Wachovia Bank, N.A.
Account Title: Swidler Berlin LLP
ABA Routing No.: 054001220
Account No.: 2000024531692

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David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0008

INVOICE DATE: 08/19/05
INVOICE NUMBER: 290911

RE: Plan & Disclosure Statement

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY, 2005

| DATE | ATTORNEY | PROFESSIONAL SERVICES | HOURS |
|----------|-------------------|--|-------|
| 07/01/05 | Richard H. Wyron | Review status of asbestos legislation and news summaries. | 0.30 |
| 07/11/05 | Matthew W. Cheney | Work on questionnaire and case management order and brief re same. | 0.30 |

| SERVICES PERFORMED BY: | RATE | HOURS | AMOUNT |
|-------------------------------|----------|-------------|-----------------|
| Richard H. Wyron | \$545.00 | 0.30 | \$163.50 |
| Matthew W. Cheney | \$355.00 | 0.30 | \$106.50 |
| TOTAL HOURS & FEES | | 0.60 | \$270.00 |

| OTHER CHARGES | AMOUNT |
|----------------------------|---------------|
| TOTAL OTHER CHARGES | \$0.00 |

CURRENT INVOICE DUE.....\$270.00

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David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

OUR REFERENCE: 25369.0008

INVOICE DATE: 08/19/05
INVOICE NUMBER: 290911

INVOICE SUMMARY

| | |
|-------------------------------|-----------------|
| TOTAL FEES..... | \$270.00 |
| TOTAL OTHER CHARGES..... | \$0.00 |
| TOTAL AMOUNT DUE | \$270.00 |

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin LLP
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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0014

INVOICE DATE: 08/19/05
INVOICE NUMBER: 290914

RE: Travel Time (Non-Working)

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY, 2005

| DATE | ATTORNEY | PROFESSIONAL SERVICES | HOURS |
|----------|------------------|---|-------|
| 07/18/05 | Debra L. Felder | Travel to Pittsburgh. | 2.40 |
| 07/18/05 | Richard H. Wyron | Travel to Pittsburgh for hearing. | 1.20 |
| 07/19/05 | Roger L. Frankel | Non-working travel to Washington, DC. | 1.50 |
| 07/19/05 | Debra L. Felder | Travel from Pittsburgh to Washington, DC. | 2.50 |

| SERVICES PERFORMED BY: | RATE | HOURS | AMOUNT |
|-------------------------------|----------|-------------|-------------------|
| Roger L. Frankel | \$322.50 | 1.50 | \$483.75 |
| Richard H. Wyron | \$272.50 | 1.20 | \$327.00 |
| Debra L. Felder | \$127.50 | 4.90 | \$624.75 |
| TOTAL HOURS & FEES | | 7.60 | \$1,435.50 |

| OTHER CHARGES | AMOUNT |
|----------------------------|--------|
| TOTAL OTHER CHARGES | |
| \$0.00 | |

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c/o CRMC
3110 Fairview Park Drive
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Falls Church, VA 22042-0683

OUR REFERENCE: 25369.0014

INVOICE DATE: 08/19/05
INVOICE NUMBER: 290914

INVOICE SUMMARY

| | |
|---------------------------------|-------------------|
| TOTAL FEES..... | \$1,435.50 |
| TOTAL OTHER CHARGES..... | \$0.00 |
| TOTAL AMOUNT DUE | \$1,435.50 |

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

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Account Title: Swidler Berlin LLP
ABA Routing No.: 054001220
Account No.: 2000024531692

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